

EXHIBIT D

Date: 5/31/01

Antwerpse Diamantbank NV
New York Representative Office
125 West 55th Street
New York, NY 10019

Dear Sir,

We hereby agree that all disbursements and payments under our credit facility with Antwerpse Diamantbank N.V. shall be effected through our account with KBC Bank N.V. - New York Branch and shall result in a same day debit or credit to our loan balance with Antwerpse Diamantbank N.V.. It is understood and agreed that KBC Bank N.V. and Antwerpse Diamantbank N.V. may fully exchange all credit, financial and any other information concerning our company and our accounts.

Yours sincerely,

Company: Lazard Frères International Inc.

By:

Julien A. Fayet

Title:

Vice President & Chief Financial Officer